

# CAPTAIN MARVEL

MARVEL

4

LGY#138

SHE'S  
BACK--  
**ROGUE**  
VS.  
THE ONE AND ONLY  
**CAPTAIN MARVEL!**



THOMPSON  
CARNERO  
BONVILLAIN



BORN TO A KREE MOTHER AND HUMAN FATHER, FORMER U.S. AIR FORCE PILOT CAROL DANVERS BECAME A SUPER HERO WHEN A KREE DEVICE ACTIVATED HER LATENT POWERS. NOW, SHE'S AN AVENGER AND EARTH'S MIGHTIEST HERO.

# CAPTAIN MARVEL



## "RE-ENTRY" PART 4

WHEN A VILLAIN NAMED NUCLEAR MAN SHOWED UP IN NEW YORK AND KIDNAPPED YOUNG REPORTER RIPLEY RYAN, CAROL WENT AFTER THEM — ONLY TO FIND HERSELF TRAPPED INSIDE A STRANGE BARRIER AROUND ROOSEVELT ISLAND.

THERE, CAROL FOUND THE ISLAND TRANSFORMED INTO A POSTAPOCALYPTIC WASTELAND AND DEFENDED BY SPIDER-WOMAN, HAZMAT, ECHO, AND — AFTER SHE FOLLOWED CAROL THROUGH THE BARRIER — A POWERLESS SHE-HULK. INTENDING TO BUILD AN EMPIRE OF MALE DOMINANCE, NUCLEAR MAN HAS TRAPPED HUNDREDS OF MEN IN HIS CITADEL. ONLY ONE HAS MANAGED TO ESCAPE: SOM, NUCLEAR MAN'S OWN SON — WHO CLAIMS TO BE ON THE REBELS' SIDE.

KEEPING SOM CLOSE, CAPTAIN MARVEL AND SPIDER-WOMAN INFILTRATED THE CITADEL, WHERE THEY DISCOVERED THE NEXT STAGE IN NUCLEAR MAN'S PLAN BEFORE BEING FOUND BY METAL-MEN. SENDING JESS AND SOM BACK TO WARN THE OTHERS, CAROL STAYED TO BUY THEM TIME, BUT QUICKLY REALIZED NUCLEAR MAN HAD A SPECIAL SURPRISE WAITING FOR HER: THE X-MAN WHO STOLE HER POWERS AND MEMORIES, THE WOMAN WHO SINGLE-HANDEDLY WRECKED CAROL'S LIFE FOR YEARS...ROGUE!

**NOTE: THIS ISSUE TAKES PLACE AFTER THE EVENTS OF *MR. & MRS. X* #10**

**WRITER  
KELLY  
THOMPSON**

**ARTIST  
CARMEN  
CARNERO**

**COLOR ARTIST  
TAMRA  
BONVILLAIN**

**LETTERER  
VC'S CLAYTON  
COWLES**

**COVER ARTISTS  
AMANDA CONNER  
& PAUL MOUNTS**

**VARIANT COVER ARTIST  
GERALD  
FAREL**

**EDITOR  
SARAH BRUNSTAD**

**CONSULTING EDITOR  
WIL MOSS**

**EXECUTIVE EDITOR  
TOM BREVOORT**

**EDITOR IN CHIEF  
C.B. CEBULSKI**

**CHIEF CREATIVE OFFICER  
JOE QUESADA**

**PRESIDENT  
DAN BUCKLEY**

**EXECUTIVE PRODUCER  
ALAN FINE**





**NUCLEAR  
MAN'S  
CITADEL.**

**I'VE SPENT  
MOST MY LIFE  
HATING ROGUE.**



**SAN  
FRANCISCO.**  
YEARS AGO.

**THE FIRST TIME WE MET, ROGUE  
ALMOST KILLED ME. SHE WAS  
JUST A KID. A VILLAINOUS,  
OUT-OF-CONTROL KID.**



**SHE DRAINED ME OF MY  
POWERS AND MEMORIES.  
TOOK EVERYTHING I HAD.  
EVERYTHING I WAS.**

**HER MUTANT POWER  
GOBBLED IT UP AND MADE  
IT HER OWN. LEAVING  
NOTHING FOR ME.**



**IT'S A MIRACLE  
I SURVIVED.**

**IT CHANGED  
US BOTH.  
FOREVER.**

**WE'VE MADE PEACE SINCE  
THEN, BUT SAYING WE'LL  
NEVER BE FRIENDS IS...AN  
UNDERSTATEMENT.**



**IF I'M HONEST, I STILL  
DON'T LIKE LOOKING AT  
HER STUPID PRETTY FACE.**

**BUT SHE'S  
BEEN A HERO  
FOR A LONG  
TIME NOW. AND  
SHE'S NOT  
JUST A HERO,  
SHE'S A TRULY  
GREAT ONE...**



...OF  
COURSE...TODAY  
DOESN'T SEEM  
LIKE IT'S HER  
BEST DAY.

THERE'S A **COLLAR** AROUND HER  
NECK... MAYBE NUCLEAR MAN IS  
CONTROLLING HER SOMEHOW?



SHE LOOKS...  
INSANE.

AND I FEEL  
LIKE I'M  
BEING...

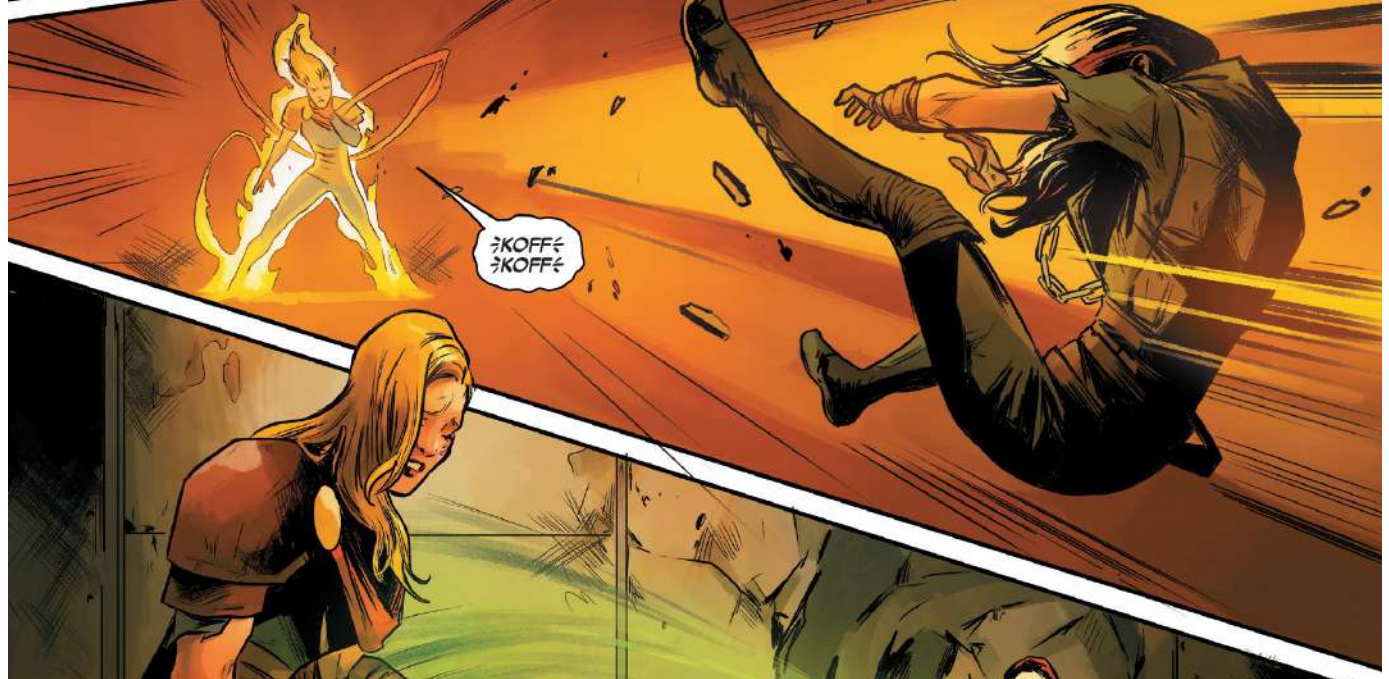
HRRRK.  
R-ROGUE.



...DRAINED.

OH MY GOD. THIS  
IS...THIS IS ROGUE  
DRAINING ME AGAIN.  
I--I...CAN'T...T-THAT  
CAN'T HAPPEN AGAIN.







FZZZZAKKT

HRRRRKKKKK!

AS GLAD AS I AM THAT SHE'S DOWN...  
I THINK THAT'S PROBABLY BAD NEWS.

LADY  
MARVEL. CAROL.  
HOW LOVELY TO SEE  
YOUR OBJECTIVELY  
ATTRACTIVE FACE  
AGAIN.

RIGHT. NUCLEAR  
MAN. THE DEFINITION  
OF BAD NEWS.

3KOFF4  
"LOVELY" IS  
HARDLY THE  
WORD I'D  
USE.



SO SASSY.  
I HAVE TO TELL YOU, CAROL, I  
DON'T CARE FOR SASS. BUT NOT TO  
WORRY, I'LL BREAK YOU OF THAT  
SOON ENOUGH.

IN THE  
MEANTIME, I HOPE YOU APPRECIATE  
THAT I'VE BROUGHT IN YOUR LITTLE  
**NEMESIS** HERE SO THAT YOU MIGHT FINALLY  
KILL HER AND MOVE ON WITH YOUR LIFE. I'D LIKE  
YOU TO BE FOCUSED ON THE IMPORTANT  
THINGS WHEN WE BEGIN OUR **NEW LIFE**  
TOGETHER.

I KNOW  
THE TWO OF YOU CLAIM  
TO HAVE MADE YOUR PEACE,  
BUT YOU AND I BOTH KNOW  
THAT'S A LIE. YOU'D LOVE TO  
BE RID OF HER. WHAT SHE  
DID TO YOU CANNOT  
BE FORGIVEN.

I'D LOVE TO PUNCH  
THAT STUPID SMILE  
OFF HIS FACE...BUT I  
CAN BARELY STAND...





BUT BEFORE WE BEGIN, I THINK YOU MIGHT HAVE SOME QUESTIONS, AND I'M HERE TO ANSWER THEM. FOR I APPRECIATE AN OPEN DIALOGUE, CAROL.

...YES. BECAUSE "OPEN DIALOGUE" DOESN'T SOUND AT ALL RIDICULOUS FOR THE DICTATOR OF AN APOCALYPTIC ISLAND.

AH YES, MORE SASS. HOW ORIGINAL.

MAYBE I CAN EARN SOME TRUST BY TELLING YOU *WHY* YOU FEEL SO WEAK RIGHT NOW.

I KNOW EXACTLY WHY. I'LL NEVER FORGET THE FEELING OF BEING ABSORBED BY ROGUE...BUT SHE NEVER TOUCHED ME FLESH-TO-FLESH TODAY. I MADE SURE OF IT. SO HOW--



SEEMS YOUR LITTLE NEMESIS HERE HAS LEVELED UP. SHE NOW DOESN'T EVEN HAVE TO TOUCH A PERSON'S SKIN TO ABSORB THEM.

INSTEAD SHE JUST HAS TO BE NEAR SOMEONE...ABOUT TWENTY FEET SEEMS TO DO IT. THOUGH SHE DOES NEED TO BE CONSCIOUS.

POOR THING. BE A SERVICE, REALLY, TO PUT HER OUT OF HER MISERY, DON'T YOU AGREE?



NO. I CAN'T SAY I DO AGREE.

C-CAN BARELY STAND. GOTTA HOLD IT TOGETHER. D-DON'T LET HIM SEE...



WELL, IT'S WHAT WE'LL DO ANYWAY.

YOU'RE SO WEAK RIGHT NOW THAT IT WOULDN'T BE MUCH OF A FIGHT. IN FACT...YOU LOOK AS IF YOU'RE ABOUT TO *PASS OUT*...SO I'LL LET YOU REGAIN YOUR STRENGTH AND POWER.

AND THEN, ONCE YOU'RE RESTED, YOU AND LITTLE ROGUE HERE WILL *FIGHT TO THE DEATH* IN MY ARENA.

WHICHEVER ONE OF YOU SURVIVES CAN BE MY BRIDE.

OH MY. ARE YOU *SWOONING*? HOW WONDERFULLY CHARMING AND OLD-FASHIONED. I LOVE IT!

Y-YOU...



...HNNNG

TRULY YOU HAVE BEWITCHED ME, CAROL, AND I DO HOPE YOU WIN. OUR CHILDREN WILL BE MAGNIFICENT!



## STAN'S SOAPBOX!

Many of you unsung heroes have written to ask how we really feel about our own mags. You've inquired whether we take them seriously, or just treat 'em as a patently pointless put-on! Well, just for the record, Charlie, we BELIEVE in our swingin' superheroes! We created them—we live with their adventures—their hang-ups—almost 24 hours a day. We know 'em as well as we know our families . . . and better than we know Irving Forbush! No, literature lover, our fearless little fables are NOT put-ons! To us, they're what's happening, baby! It's the REAL world we have our doubts about—but that's another story! Till next month then, Face Front! That's where the action is!



STAN LEE  
FOREVER

Martin  
ne, Wisc.  
y Lathrom  
ide, Calif.  
McFarland  
Ariz.

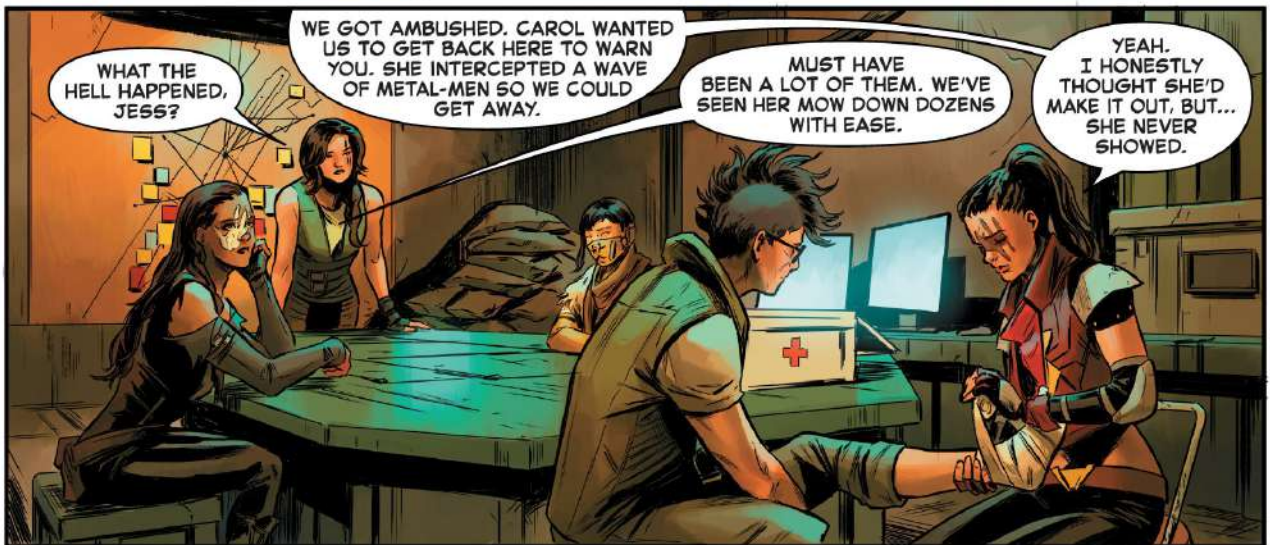
Ralph Risher  
Charleston, S. C.  
Leonard Lowe  
Panama City, Fla.  
David Rinehart  
Lansing, Mich.  
Ricky MacMillan  
Salamanca, N. Y.

Rusty Riddle  
Charleston, S. C.  
Randy Lishka  
Normal, Ill.  
Myrna River  
New Orleans, La.  
Jeffrey Mack  
Phila., Pa.

Alan Masuda  
Gardena, Calif.  
Tom Madden  
Moundsville, W. Va.  
Peter Magee  
Y.  
L. J. J.  
B. N. J.

David Mos  
Eureka, K  
Richard  
Rocheste  
John Mc  
Chieffan  
Don Ols  
Rockw









WE HAVE TO GO IN AND GET HER, JEN.

SHE WOULDN'T WANT A FOOLISH, HASTILY ASSEMBLED RESCUE MISSION, JESS.

THAT WAS BEFORE ROGUE WAS PART OF THIS CONVERSATION. THAT CHANGES EVERYTHING.

WE COULDN'T MANAGE A RESCUE MISSION WHEN WE HAD CAROL. BUT WE CAN MOVE UP OUR PLANNED ATTACK TIMELINE.

WHAT DID CAROL SEND YOU BACK HERE TO TELL US?



IT'S THE **MEN**. THE CIVILIANS. WE FOUND THEM, OR SOME OF THEM AT LEAST.

BUT MY FATHER... HE'S BUILT ANOTHER VERSION OF HIS METAL-MEN TROOPS. THEY'RE SMALLER, BUT INSIDE...HE'S PUTTING THE **MEN INSIDE** THEM.

SO WE CAN'T DESTROY THE NEW METAL-MEN. IF WE DO, WE RISK **KILLING** THE VERY PEOPLE WE'VE BEEN TRYING TO **SAVE**.



MODIFY THE PHOTON CANNONS TO FIRE E.M.P. BLASTS...THAT SHOULD DISABLE THE ELECTRONICS OF THE METAL-MEN WITHOUT FATALLY INJURING A PERSON INSIDE.



THAT'S GOOD, JENNIFER, START THE ENGINEERS ON THAT RIGHT AWAY AND GET ME AN E.T.A. FOR COMPLETION ON CONVERTING THE MAJORITY OF OUR WEAPONS AS SOON AS POSSIBLE.

I WANT US READY FOR AN ASSAULT AT DAWN.

I'M GOING TO LEAD THE FIRST WAVE AS A DIRECT FRONTAL ASSAULT HERE. HAZMAT, YOU'RE LEADING THE SECOND-WAVE ASSAULT WITH THE HEAVY WEAPONRY.

REALLY?

HELL YES.

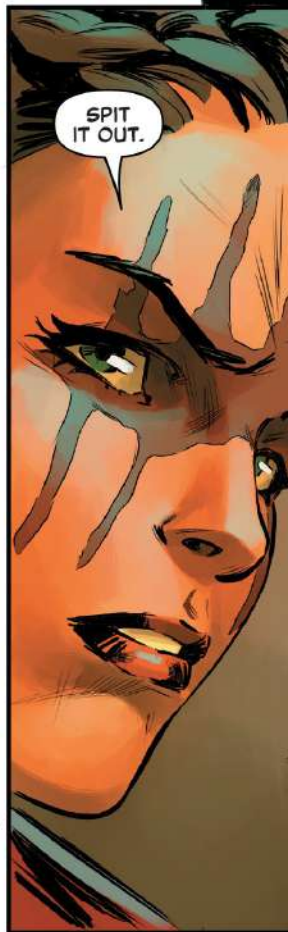


JESSICA AND ECHO, YOU WERE EACH SUPPOSED TO TAKE A COVERT TEAM IN THROUGH THE UNDERGROUND SO WE COULD SURROUND THEM AND CUT OFF ANY ESCAPE...BUT ECHO, YOU'RE THE ONLY ONE WHO'S LEARNED TO FLY, SO I NEED YOU TO TAKE CAROL'S PLACE IN LEADING THE AIR ASSAULT.

SOM, YOU'LL HAVE TO TAKE ECHO'S TEAM IN...CAN YOU HANDLE IT?

I'M READY.









NUCLEAR MAN'S ARENA.

ONLY CHANCE IS TO KNOCK HER UNCONSCIOUS BEFORE SHE DRAINS ME COMPLETELY DRY.

I SAY THAT LIKE IT'S EASY, BUT ROGUE WAS ALWAYS TOUGH... AND THE LONGER THIS LASTS, THE WEAKER I GET AND THE STRONGER SHE GETS.

I CAN BARELY MOVE FAR ENOUGH AWAY FROM HER TO STALL OUT HER ABSORBING POWERS. AND SHE JUST KEEPS COMING. SHE'S LIKE A MACHINE.







...AND I'M ABLE TO SLIP FREE BECAUSE SHE IS. BUT HOW LONG WILL SHE BE ABLE TO RESIST HIM?

WHAT IF I CAN'T STOP HER FROM ABSORBING ME...WHAT IF I'M TRAPPED INSIDE HER...FOR YEARS...FOREVER...



...I DON'T THINK I CAN SURVIVE THAT AGAIN.



SHE FIGHTS SO WELL, DESPITE THE ODDS STACKED AGAINST HER. I ADMIT BEING IMPRESSED... HAVE I FINALLY TRULY FOUND MY EQUAL? DO I FEEL... IS IT...LOVE?



UNLESS...IS THAT THE ONLY WAY OUT OF THIS? FOR US BOTH?



ROGUE...  
I KNOW YOU'RE  
FIGHTING HIM...I CAN SEE  
THAT...BUT WE'RE RUNNING OUT  
OF TIME. PRETTY SOON YOU'LL  
HAVE ABSORBED EVERYTHING  
I HAVE LEFT AND HE'LL  
S-STILL HAVE CONTROL  
OF YOUR MIND.

I...  
I HAVE AN  
IDEA.

Y-YOU  
HAVE TO...YOU HAVE TO  
LET GO. YOU'VE ABSORBED SO  
MUCH OF ME NOW...I'LL LET YOU TAKE  
AL-ALMOST EVERYTHING...BUT THEN  
Y-YOU HAVE TO LET GO. YOU HAVE TO  
L-LET ME TAKE OVER ONCE YOU'VE  
A-ABSORBED ME.

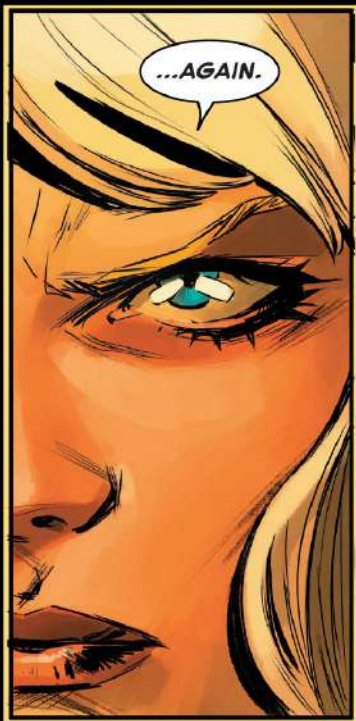
DO YOU  
UNDERSTAND?

...Y-YE666.

OH GOD, THIS...THIS  
IS A MISTAKE. IT'S  
JUST AS TERRIFYING  
AS THE FIRST TIME...

I...I DON'T  
KNOW IF I CAN  
DO THIS...





...AGAIN.

LOOKING  
AT MY OWN BODY  
THROUGH SOMEONE  
ELSE'S EYES WILL  
NEVER STOP BEING  
DISTURBING.











SPIDER-TEAM  
AND MAN-TEAM...  
STATUS UPDATE?



SPIDER-ASSAULT AT  
THE RENDEZVOUS POINT.  
ALL CLEAR.

ALSO...STILL  
PROTESTING THAT  
WE GOT THE **SEWER**  
ASSIGNMENT.



MAN-TEAM  
APPROACHING THE  
RENDEZVOUS POINT  
NOW.

GLAD  
WE'RE NOT  
IN THE SEWER.  
BUT STILL DON'T  
LIKE OUR TEAM  
NAME.





I WILL  
HEAR COMPLAINTS  
WHEN WE COME OUT OF  
THIS ALIVE AND NOT  
BEFORE. NOW...

...HERE  
WE GO!



HEH.  
"HULK EXOSKELETON."  
NOW THAT'S MORE LIKE  
IT.

















THIS IS MY WORST NIGHTMARE... TRAPPED INSIDE ROGUE... SOMETHING I SWORE I'D NEVER LET HAPPEN AGAIN.



BUT IF THIS IS WHAT IT TAKES TO SAVE THE DAY... THEN... WELL... HERE WE ARE.

THIS IS OVER, NUCLEAR MAN.

DEACTIVATE THE BARRIER.

AND WHY WOULD I DO THAT, CAROL?



SILLY GIRL. DO YOU THINK I DIDN'T SEE ALL YOUR EARNST BUT FRUITLESS PLANNING? DID YOU THINK I DID NOT HAVE PLANS OF MY OWN?

YOU HAVEN'T EVEN FOUND MY BOMB YET.



OH GOD.



IT'S A TRAP... AND WE'VE WALKED RIGHT INTO IT.



**NEXT ISSUE: THE BIG BANG!**



# LETTERS FROM THE WINGS

Write us at [mheroes@marvel.com](mailto:mheroes@marvel.com) to make it into a future letters page.

Mark your notes "OKAY TO PRINT."

Hey, guys!

Huge fan of everything you are doing with my favorite super hero, Carol Danvers! I have been a reader since 2016 and have been collecting every single issue since! I'm very excited to see how her adventures unfold after that wild ride we went on in THE LIFE OF CAPTAIN MARVEL and now with her new run! I'm excited for the new film and excited for where this series goes. From one Tennessean to another, thank you so much!



Zack

**Holy crap, that is an epic collection! Love that commission in the middle especially. Hope you enjoyed the movie!**

Hello, CAPTAIN MARVEL Team!

I've never been too into Carol, but when I found out Kelly Thompson (my favorite writer) was writing it, I asked my dad to get it! (Thanks, Dad :D) Now I LOVE IT! Kelly writes amazingly, as she always does, and her stories are great!

<3

Anabelle McGinley :)  
New Jersey

**Thanks for following Kelly here, Anabelle! Glad we could get you on the Carol train :)**

Hey Sarah,

My 8-year-old Quite 'Nuff Sayer Leela and I saw the Captain Marvel movie last night, and

she had a hard time sleeping because she was so wound up. She woke up today, Monday, and purposely tried to look like her new favorite heroine (see attached photos). She'll go to school unafraid.

When I started reading comics more than 40 years ago, there weren't that many female super heroines young girls could look up to, nor creators and editors who made the stories. These days, it's an embarrassment of riches: Carol, Jen, Jessica, Kamala, Gwen, Doreen--they all speak to her and thousands of other young girls (her older sister Janna is also a hardcore fan of the science-y heroines). Thanks to you, Kelly, Carmen, Tamra and the rest for continuing Carol's story in the floppies.

"Dad, I think I know the message of Captain Marvel: to never let fear beat you, and to always stand up when you fall."

Higher, further, faster indeed!



Papa Joe  
Charlottesville, VA

**AH! My heart is crushed from the cuteness. Leela is beautiful and so smart! I love the message she found in the film. Thanks for writing in!**

Greetings!

CAPTAIN MARVEL, with the fantastic team

of Kelly Thompson, Carmen Carnero, Tamra Bonvillian and Clayton Cowles, is my first foray into comic book fandom. My fierce wife and her dad grew up reading comics, and I had always wished that I had that upbringing. Although late to the Marvel Universe, and comics in general, I'm so happy to declare myself a new member of the Carol Corps! What an incredible womxn-led team to be taking on the storytelling of Carol Danvers. I can't wait for issue #3!

Best,  
Justin  
Chicago, IL

**Well let me just say you picked a perfect book to dive into comics with! Welcome to the Corps, Justin--thanks for the love!**

Dear Sarah, Kelly, Carmen and the whole Carol Corps,

So the craziest thing happened after I finished the second issue of CAPTAIN MARVEL. I loved it so much that I picked it right back up and read it again! I've never done that with a comic before!!! Thank you all for this wonderful book; I sincerely count the days until the next issue comes out. Carol has been giving me so much joy recently and you all are such a big part of that, so thank you. I also really need to take a second to thank Kelly, who is such a big inspiration to me, and I can't put into words how much her work means to me. And the way Carmen draws Carol alone is worth the price of this book, not to mention that everything and everyone else looks just as good. I'll stop there otherwise I never will but in summary THANK YOU!

Make Mine (Captain) Marvel,  
Jordan

**Aw, yay! Thank you, Jordan! I hope we keep you rereading :)**

**That's all the room we have this month! Keeping sending your letters and photos, and in the meantime, get ready for the big finale of arc one! Nudair Man don't even know what's comin'...**

Xoxo,  
Sarah



# NEXT ISSUE:

